

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

NEW ENGLAND CARPENTERS HEALTH  
BENEFITS FUND; PIRELLI ARMSTRONG  
RETIREE MEDICAL BENEFITS TRUST;  
TEAMSTERS HEALTH & WELFARE FUND  
OF PHILADELPHIA AND VICINITY;  
PHILADELPHIA FEDERATION OF  
TEACHERS HEALTH AND WELFARE  
FUND; DISTRICT COUNCIL 37; AFSCME -  
HEALTH & SECURITY PLAN; JUNE  
SWAN; MAUREEN COWIE and BERNARD  
GORTER,

Plaintiffs,

v.

FIRST DATABANK, INC., a Missouri  
corporation; and McKESSON  
CORPORATION, a Delaware corporation,

Defendants.

C.A. No. 1:05-CV-11148-PBS

**MOTION FOR LEAVE TO FILE UNDER SEAL**

Plaintiffs, by their attorneys, respectfully move this Court for leave to file under seal the following pleadings and other materials: (1) Plaintiffs' Reply Memorandum in Support of Motion for Leave to File a Third Amended Complaint; and (2) Exhibits 2, 3 and 4 to the Declaration of Steve W. Berman in Support of Plaintiffs' Reply Memorandum in Support of Motion for Leave to File A Third Amended Complaint.

The foregoing items include or reference copies of documents and/or excerpts from documents that certain third-parties have identified as "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL" pursuant to the terms of the April 11, 2005 Protective Order. Also, the foregoing items reference information contained in documents designated by certain third-parties

as “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL.” In addition, the foregoing items not only quote extensively from and/or attach documents that certain third-parties have designated as “CONFIDENTIAL” or “HIGHLY CONFIDENTIAL,” but also they include references to pricing data that third-parties likely believe to be highly proprietary in nature.

Paragraph 14 of the Protective Order mandates that any document or pleading containing material such as that referenced above be filed under seal. Plaintiffs hereby seek to comply with the terms of the Protective Order. Plaintiffs do not agree that these materials should be deemed highly confidential but must comply with the Protective Order.

WHEREFORE, Plaintiffs respectfully request that this Court grant them leave to file the foregoing listed materials under seal.

DATED: November 1, 2007

By /s/ Steve W. Berman

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**CERTIFICATE OF SERVICE**

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party through the Court's electronic filing service on November 1, 2007.

/s/ Steve W. Berman  
Steve W. Berman

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**[PROPOSED] ORDER GRANTING PLAINTIFFS'  
MOTION FOR LEAVE TO FILE UNDER SEAL**

THIS MATTER is before the Court on Plaintiffs' motion for leave to file under seal. The Court, having considered all pleadings in support and in opposition thereto, and being fully advised in the premises, hereby

GRANTS Plaintiffs' motion for leave to file under seal the following items:

1. Plaintiffs' Reply Memorandum in Support of Motion for Leave to File a Third Amended Complaint; and
2. Exhibits 2, 3 and 4 to the Declaration of Steve W. Berman in Support of Plaintiffs' Reply Memorandum in Support of Motion for Leave to File a Third Amended Complaint.

IT IS SO ORDERED without prejudice to Plaintiffs right to move to unseal these.

DATED: \_\_\_\_\_

\_\_\_\_\_  
Hon. Patti B. Saris  
United States District Court Judge

**CERTIFICATE OF SERVICE**

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party through the Court's electronic filing service on October 29, 2007.

/s/ Steve W. Berman  
Steve W. Berman